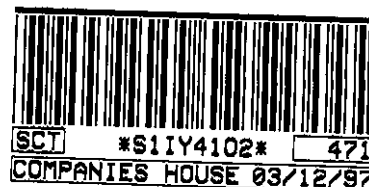


BIO-LOGIC REMEDIATION LIMITED

(Registered Number: 180500)

WRITTEN RESOLUTIONS OF SHAREHOLDERS

(Passed on 25 November 1997)



WE, the undersigned being all the Shareholders of Bio-Logic Remediation Limited ("the Company"), HEREBY RESOLVE that the following resolutions be passed as Ordinary and Special Resolutions (as detailed below) as if passed at a General Meeting convened for that purpose:

Ordinary Resolution

- 1 "1.1 that the two existing Ordinary Shares of £1 each be converted into 20 new "A" Ordinary Shares of 10p each ("A Shares");
- 1.2 that all the unauthorised but unissued share capital of the Company be converted into 980 "A" Ordinary Shares of 10p each;
- 1.3 that the authorised share capital of the Company be increased from £100 to £161,408 by the creation of:-
 - 1.3.1 4600 "A" Ordinary Shares of 10p each;
 - 1.3.2 3200 "B" Ordinary Shares of 10p each;
 - 1.3.3 1200 "C" Ordinary Shares of 10p each;
 - 1.3.4 159408 Cumulative Redeemable Preference Shares of £1 each.

The rights attaching to the various classes of shares are as set out from time to time in the Articles of Association of the Company.

Special Resolution

- 2 That the existing Articles of Association be deleted and the regulations attached to these resolutions and signed by us for identification purposes be adopted as the new Articles of Association of the Company.

Ordinary Resolution


- 3 3.1 that subject to the provisions of the 1985 Act, the unissued Shares of the capital of the Company shall be under the control of the Directors who may offer, allot,

grant options over or otherwise dispose of the same to such persons and for such consideration upon such terms and conditions and at such times, as the Directors think fit.

- 3.1.1 that, in accordance with the provisions of Section 80 of the 1985 Act the Directors shall, for a period of five years expiring on the date five years after the incorporation of the Company (and thereafter provided this authority is renewed from time to time by the Company in General Meetings), on the condition that they be authorised to exercise the power of the Company to allot relevant securities to such person or persons including any Director as the Directors shall in their absolute discretion think fit;
- 3.1.2 that the Directors may, on behalf of the Company, make an offer or agreement which would or might require relevant securities to be allotted after aforesaid authority has expired and are authorised to allot relevant securities pursuant to any such agreement;
- 3.1.3 that the maximum amount of such relevant securities which may be so allotted shall be £161,408.

Special Resolution

- 4 that all rights of pre-emption competent to the members of the Company by way of statute, the Articles of Association or otherwise be and are hereby irrevocably waived in respect of any allotment of any shares comprised in a Subscription Agreement between the Company and GAP Holdings Limited and others of today's date."



 Director
 for and on behalf of
 Lycidas Nominees Limited
 and
 Lycidas Secretaries Limited

Date 25/11/97